

# EXHIBIT E

UNITED STATES BANKRUPTCY COURT, SOUTHERN DISTRICT OF NEW YORK

**Notice of Chapter 11 Bankruptcy Cases, Meeting of Creditors, & Deadlines**

A chapter 11 bankruptcy case concerning the debtors listed below was filed on June 1, 2009.

You may be a creditor of the Debtors. **This notice lists important deadlines.** You may want to consult an attorney to protect your rights. **You are not being sued or forced into bankruptcy.** All documents filed with the Bankruptcy Court, including lists of the Debtors' assets and liabilities, will be available for inspection at the Office of the Clerk of the Bankruptcy Court or by accessing the Bankruptcy Court's website, [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), as well as (A) by written request to the Debtors' Claims and Noticing Agent, The Garden City Group, Inc., at the following addresses: (i) if sending by regular mail: GM Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286; (ii) if sending by overnight or hand delivery: GM Claims Agent, 105 Maxess Road, Melville, New York 11747, (B) by phone at 703-286-6401, or (C) by accessing its website <http://www.gmcourtdocs.com>. Note that you need a PACER password and login to access documents on the Bankruptcy Court's website (a PACER password is obtained by accessing the PACER website, <http://pacer.psc.uscourts.gov>).

NOTE: The staff of the Bankruptcy Clerk's Office, the Office of the United States Trustee, and the Debtors' Claims and Noticing Agent cannot give legal advice.

See Reverse Side for Important Explanations

|  |   |                |
|--|---|----------------|
| Debtors:   | Case Number:  | Tax ID Number: |
| General Motors Corporation   | 09-50026 (REG)  | 38-0572515     |
| Chevrolet-Saturn of Harlem, Inc.   | 09-13558 (REG)  | 20-1426707     |
| Saturn, LLC  | 09-50027 (REG)  | 38-2577506     |
| Saturn Distribution Corporation  | 09-50028 (REG)  | 38-2755764     |
| All other names used by the Debtors in the last 8 years:<br><u>General Motors Corporation</u><br>GMC Truck Division and NAO Fleet Operations<br>GM Corporation-GM Auction Department<br>National Car Rental<br>National Car Sales<br>Automotive Market Research<br><u>Chevrolet-Saturn of Harlem, Inc.</u><br>CKS of Harlem<br><u>Saturn, LLC</u><br>Saturn Corporation<br>Saturn Motor Car Corporation<br>GM Saturn Corporation<br>Saturn Corporation of Delaware | Attorney for Debtors<br><br><b>Harvey R. Miller</b><br><b>Stephen Karotkin</b><br><b>Joseph H. Smolinsky</b><br><b>WELL, GOTSHAL &amp; MANGES LLP</b><br><b>767 Fifth Avenue</b><br><b>New York, New York 10153</b><br><b>Telephone: (212) 310-8000</b><br><b>Facsimile: (212) 310-8007</b> |                |

**Meeting of Creditors**

Date: July 27, 2009 Time: 1:00 P.M. Location: Hilton New York, 1335 Avenue of the Americas, New York, NY 10019  
 (212) 586-7000

**Deadline to File a Proof of Claim**

Notice of deadline will be sent at a later time.

**Creditor with a Foreign Address:**

A creditor to whom this notice is sent at a foreign address should read the information under "Claims" on the reverse side.

**Deadline to File a Complaint to Determine Dischargeability of Certain Debts:**

Notice of deadline will be sent at a later time.

**Creditors May Not Take Certain Actions:**

In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request the court to extend or impose a stay. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized. Consult a lawyer to determine your rights in this case.

|  |  |
|--|--|
| <b>Address of the Bankruptcy Clerk's Office:</b><br>United States Bankruptcy Court<br>One Bowling Green, New York, New York 10004<br>Telephone: 212-668-2870 | <b>For the Court:</b><br>Clerk of the Bankruptcy Court: Vito Genna |
| Hours Open: 8:30 am to 5:00 pm   | Date: June 3, 2009   |

**LAVIN, O'NEIL, RICCI, CEDRONE & DISIPIO**

BY: Francis J. Grey, Jr., Esquire

Identification Number: 56145

BY: Monica V. Pennisi Marsico, Esquire

Identification Number: 83681

190 North Independence Mall West, Suite 500

## 6th & Race Streets

Philadelphia, PA 19106

(215) 627-0303

***Attorneys for Additional Defendant,  
General Motors Corporation***

JAMIE MEDFORD FREI

Plaintiff

V.

: COURT OF COMMON PLEAS  
: BUCKS COUNTY, PENNSYLVANIA

: CIVIL ACTION

D&M REAL ESTATE, LLC, T/A THE  
HORSE TAVERN & GRILL AND THE  
HORSE, INC., T/A/ THE HOARSE TAVERN  
& GRILL

Defendant

V.

: NO.: 2008-11271-31-2

GENERAL MOTORS CORPORATION

**Additional Defendant.**

## NOTICE OF BANKRUPTCY

PLEASE TAKE NOTICE that, on June 1, 2009, (the "Commencement Date"), General Motors Corporation and certain of its subsidiaries, filed a voluntary petition seeking bankruptcy protection under chapter 11 of title 11 of the United States Code (11 U.S.C. § 101 *et seq.*) ("Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court"). The bankruptcy case has been assigned Case No. 09-50026 (REG). A copy of GM's chapter 11 petition is attached hereto as Exhibit A.


PLEASE BE ADVISED that, as of the Commencement Date, any new or further action against General Motors Corporation is stayed pursuant to section 362 of the Bankruptcy Code (the

“Automatic Stay”), which provides that the filing of the petition, among other things, “operates as a stay, applicable to all entities, of ...the commencement or continuation, including the issuance or employment of process, of a judicial, administrative, or other action or proceeding against the debtor that was or could have been commenced before the commencement of the case under this title, or to recover a claim against the debtor that arose before the commencement of the case under this title ....” and of “any act to obtain possession of property of the estate or of property from the estate or to exercise control over property of the estate.” 11 U.S.C. § 362(a)(1) & 362(a)(3).

PLEASE BE FURTHER ADVISED that any action taken against General Motors Corporation without obtaining relief from the Automatic Stay from the Bankruptcy Court may be void ab initio and may result in a finding of contempt against Plaintiffs. General Motors Corporation reserves and retains its statutory right to seek relief in the Bankruptcy Court from any judgment, order, or ruling entered in violation of the Automatic Stay.

DATE: 6/10/09

BY:

  
FRANCIS J. GREY, JR., ESQUIRE  
MONICA V. PENNISI MARSICO, ESQUIRE  
*Attorneys for Additional Defendant,*  
*General Motors Corporation*

**EXHIBIT A**

**Chapter 11 Petition of General Motors Corporation**

| Official Form 101, 09-50026 Doc 1 Filed 06/01/09 Entered 06/01/09 07:57:51 Main Document Pg   |   |   |
|---|---|---|
| United States Bankruptcy Court of 24<br>Southern District of New York   |   |   |
| Voluntary Petition  |   |   |
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>GENERAL MOTORS CORPORATION</b>   | Name of Joint Debtor (Spouse) (Last, First, Middle):<br><b>N/A</b>  |   |
| All Other Names used by the Debtor in the last 8 years<br>(include married, maiden, and trade names):<br><b>See Schedule 1 Attached</b>   | All Other Names used by the Joint Debtor in the last 8 years<br>(include married, maiden, and trade names):<br><b>N/A</b>   |   |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):<br><b>38-0572515</b>   | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):<br><b>N/A</b>  |   |
| Street Address of Debtor (No. and Street, City, and State):<br><b>300 Renaissance Center</b>  | Street Address of Joint Debtor (No. and Street, City, and State):<br><b>N/A</b>   |   |
| <b>Detroit, Michigan</b>  | <b>ZIP CODE</b>   |   |
| <b>48265-3000</b>   | <b>ZIP CODE</b>   |   |
| County of Residence or of the Principal Place of Business: <b>Wayne County</b>  | County of Residence or of the Principal Place of Business:<br><b>N/A</b>  |   |
| Mailing Address of Debtor (if different from street address):   | Mailing Address of Joint Debtor (if different from street address):   |   |
| <b>ZIP CODE</b>   | <b>ZIP CODE</b>   |   |
| Location of Principal Assets of Business Debtor (if different from street address above):<br><b>767 Fifth Avenue, New York, New York</b>  |   |   |
| <b>ZIP CODE 10153</b>   |   |   |
| Type of Debtor<br>(Form of Organization)<br>(Check one box.)<br><input type="checkbox"/> Individual (includes Joint Debtors)<br><i>See Exhibit D on page 2 of this form.</i><br><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)<br><input type="checkbox"/> Partnership<br><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)   | Nature of Business<br>(Check one box.)<br><input type="checkbox"/> Health Care Business<br><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)<br><input type="checkbox"/> Railroad<br><input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Commodity Broker<br><input type="checkbox"/> Clearing Bank<br><input checked="" type="checkbox"/> Other<br><b>Automotive Manufacturing</b><br><b>Tax-Exempt Entity</b><br>(Check box, if applicable.)<br><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)<br><input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input checked="" type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding |
| Nature of Debts (Check one box)<br><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."<br><input checked="" type="checkbox"/> Debts are primarily business debts.   |   |   |
| Chapter 11 Debtors<br>Check one box:<br><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br>Check if:<br><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  |   |   |
| Check all applicable boxes:<br><input type="checkbox"/> A plan is being filed with this petition.<br><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).   |   |   |
| Statistical/Administrative Information<br><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.<br><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.   |   |   |
| THIS SPACE IS FOR COURT USE ONLY  |   |   |
| Estimated Number of Creditors (on a Consolidated Basis)   |   |   |
| <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input checked="" type="checkbox"/> Over 100,000  |   |   |
| Estimated Assets (on a Consolidated Basis)  |   |   |
| <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion |   |   |
| Estimated Liabilities (on a Consolidated Basis)   |   |   |
| <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion |   |   |

|   |  |   |  |                                 |  |
|---|--|---|--|---------------------------------|--|
| (Official Form 1) (1/08)  |  | 2 of 24   |  | FORM B1, Page 2                 |  |
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case)</i>   |  |   | Name of Debtor(s):<br><b>GENERAL MOTORS CORPORATION</b>  |                                 |  |
| All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet.)  |  |   |  |                                 |  |
| Location Where Filed: <b>N/A</b>  |  | Case Number: <b>N/A</b>   |  | Date Filed: <b>N/A</b>          |  |
| Location Where Filed: <b>N/A</b>  |  | Case Number: <b>N/A</b>   |  | Date Filed: <b>N/A</b>          |  |
| Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)   |  |   |  |                                 |  |
| Name of Debtor: <b>Chevrolet-Saturn of Harlem, Inc.</b>   |  | Case Number: <b>As filed</b>  |  | Date Filed: <b>June 1, 2009</b> |  |
| District: <b>Southern District of New York</b>  |  | Relationship: <b>Wholly-Owned Direct Subsidiary of General Motors Corporation</b> |  | Judge: <b>Undetermined</b>      |  |
| <b>Exhibit A</b><br><br>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  |  |   | <b>Exhibit B</b><br>(To be completed if debtor is an individual whose debts are primarily consumer debts.)<br><br>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that (he or she) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b). |                                 |  |
| <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.   |  |   | X _____<br>Signature of Attorney for Debtor(s) <span style="float: right;">Date</span>   |                                 |  |
| <b>Exhibit C</b>  |  |   |  |                                 |  |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?<br><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.<br><input checked="" type="checkbox"/> No.  |  |   |  |                                 |  |
| <b>Exhibit D</b>  |  |   |  |                                 |  |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)<br><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.<br>If this is a joint petition:<br><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.   |  |   |  |                                 |  |
| <b>Information Regarding the Debtor - Venue</b><br>(Check any applicable box.)  |  |   |  |                                 |  |
| <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.<br><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.<br><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. |  |   |  |                                 |  |
| <b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b><br>(Check all applicable boxes)  |  |   |  |                                 |  |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)<br><div style="text-align: center;">                         _____<br/>                         (Name of landlord that obtained judgment)                     </div> <div style="text-align: center;">                         _____<br/>                         (Address of landlord)                     </div>  |  |   |  |                                 |  |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and   |  |   |  |                                 |  |
| <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.   |  |   |  |                                 |  |
| <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).  |  |   |  |                                 |  |

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| Official Form 1 (1/08)   |  | 9 of 24   | FORM B1, Page 3 |
|--|--|---|-----------------|
| <b>Voluntary Petition</b><br>(This page must be completed and filed in every case)   |  | <b>Name of Debtor(s):</b><br><b>GENERAL MOTORS CORPORATION</b>  |                 |
| <b>Signatures</b>  |  |   |                 |
| <b>Signature(s) of Debtor(s) (Individual/Joint)</b><br><br>I declare under penalty of perjury that the information provided in this petition is true and correct.<br>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.<br>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).<br><br>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.<br><br>X _____<br>Signature of Debtor<br><br>X _____<br>Signature of Joint Debtor<br><br>_____<br>Telephone Number (if not represented by attorney)<br><br>_____<br>Date |  | <b>Signature of a Foreign Representative</b><br><br>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.<br><br>(Check only one box.)<br><br><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.<br><br><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.<br><br>X _____<br>(Signature of Foreign Representative)<br><br>_____<br>(Printed Name of Foreign Representative)<br><br>_____<br>Date   |                 |
| <b>Signature of Attorney*</b><br><br>X <u>/s/ Stephen Karotkin</u><br>Signature of Attorney for Debtor(s)<br><br><u>Stephen Karotkin</u><br>Printed Name of Attorney for Debtor(s)<br><br><u>Weil Gotshal &amp; Manges LLP</u><br>Firm Name<br><br><u>767 Fifth Avenue</u><br>Address<br><br><u>New York, New York 10153</u><br><br><u>(212) 310-8000</u><br>Telephone Number<br><br><u>June 1, 2009</u><br>Date<br><br><small>* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small>  |  | <b>Signature of Non-Attorney Bankruptcy Petition Preparer</b><br><br>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.<br><br>_____<br>Printed Name and title, if any, of Bankruptcy Petition Preparer<br><br>_____<br>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)<br><br>_____<br>Address<br><br>X _____<br>Date<br><br>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.<br><br>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:<br><br>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.<br><br><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i> |                 |
| <b>Signature of Debtor (Corporation/Partnership)</b><br><br>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.<br><br>X <u>/s/ Frederick A. Henderson</u><br>Signature of Authorized Individual<br><br><u>Frederick A. Henderson</u><br>Printed Name of Authorized Individual<br><br><u>President and Chief Executive Officer</u><br>Title of Authorized Individual<br><br><u>June 1, 2009</u><br>Date   |  |   |                 |



**Schedule 1**

**All Other Names Used By the Debtor in the Last 8 Years**

1. GMC Truck Division
2. NAO Fleet Operations
3. GM Corporation
4. GM Corporation-GM Auction Department
5. National Car Rental
6. National Car Sales
7. Automotive Market Research

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|                             |   |
|-----------------------------|---|
| -----X                      |   |
| In re                       | : |
|                             | : |
|                             | : |
| GENERAL MOTORS CORPORATION, | : |
|                             | : |
|                             | : |
| Debtor.                     | : |
| -----X                      |   |

Chapter 11 Case No.  
09- \_\_\_\_\_ ( )

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 50 LARGEST UNSECURED CLAIMS<sup>1</sup>**

Following is the consolidated list of the creditors of General Motors Corporation and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), holding the 50 largest noncontingent unsecured claims as of May 31, 2009.

Except as set forth above, this list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure and Rule 1007-1 of the Local Rules of Bankruptcy Procedure. This list does not include persons who come within the definition of "insider" set forth in section 101(31) of chapter 11 of title 11 of the United States Code.

<sup>1</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this Schedule.

| Name of creditor and complete mailing address including zip code  | Name, telephone number and complete mailing address including zip code of employee or agent of department of creditor familiar with claim who may be contacted                     | Nature of claim (trade debt, bank loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set-off | Amount of claim, plus or minus value of collateral |
|---|--|--|--|--|
| 1. Wilmington Trust Company<br><br>Rodney Square North<br>1100 North Market Street<br>Wilmington, DE 19890<br>United States   | <u>Attn:</u> Geoffrey J. Lewis<br><br>Phone: (302) 636-6438<br>Fax: (302) 636-4145<br><br>Rodney Square North<br>1100 North Market Street<br>Wilmington, DE 19890<br>United States | Bond Debt  |  | \$22,759,871,912 <sup>1</sup>                      |
| 2. International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW)<br><br>8000 East Jefferson<br>Detroit, MI 48214<br>United States | <u>Attn:</u> Ron Gettlefinger<br><br>Phone: (313) 926-5201<br>Fax: (313) 331-4957<br><br>8000 East Jefferson<br>Detroit, MI 48214<br>United States                                 | Employee Obligations   |  | \$20,560,000,000 <sup>2</sup>                      |
| 3. Deutsche Bank AG, London As Fiscal Agent<br><br>Theodor-Heuss-Allee 70<br>Frankfurt, 60262<br>Germany  | <u>Attn:</u> Stuart Harding<br><br>Phone: (44) 207 547 3533<br>Fax: (44) 207 547 6149<br><br>Winchester House<br>1 Great Winchester Street<br>London EC2N 2DB<br>England           | Bond Debt  |  | \$4,444,050,000 <sup>3</sup>                       |

<sup>1</sup> This amount consolidates Wilmington Trust Company's claims as indenture trustee under the indentures, dated December 7, 1995 (\$21,435,281,912) and November 15, 1990 (\$1,324,590,000).

<sup>2</sup> This liability is estimated as the net present value at a 9% discount rate of future contributions, as of January 1, 2009, and excludes approximately \$9.4 billion corresponding to the GM Internal VEBA.

<sup>3</sup> The amount includes outstanding bond debt of \$4,444,050,000, based on the Eurodollar exchange rates of \$1.39.

| Name of creditor and complete mailing address, including zip code  | Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted             | Nature of claim (trade debt, bank loan, government contract, etc.) | Is the claim contingent, unliquidated, or disputed or subject to setoff? | Amount of claim (if contingent, state value of property) |
|--|--|--|--|--|
| <p>4. International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers – Communications Workers of America (IUE-CWA)</p> <p>3461 Office Park Drive<br/>Kettering, OH 45439<br/>United States</p> | <p>Attn: Mr. James Clark</p> <p>Phone: (937) 294-9764<br/>Fax: (937) 298-633</p> <p>2701 Dryden Road<br/>Dayton, OH 45439<br/>United States</p>                              | Employee Obligations   |  | \$2,668,600,000 <sup>4</sup>                             |
| <p>5. Bank of New York Mellon</p> <p>One Wall Street<br/>New York, NY 10286<br/>United States</p>  | <p>Attn: Gregory Kinder</p> <p>Phone: (212) 815-2576<br/>Fax: (212) 815-5595</p> <p>Global Corporate Trust, 101<br/>Barclay, 7W<br/>New York, NY 10286<br/>United States</p> | Bond Debt  |  | \$175,976,800  |
| <p>6. Starcom Mediavest Group, Inc.</p> <p>35 W. Wacker Drive<br/>Chicago, IL 60601<br/>United States</p>  | <p>Attn: Laura Desmond</p> <p>Phone: (312) 220-3550<br/>Fax: (312) 220-6530</p> <p>35 W. Wacker Drive<br/>Chicago, IL 60601<br/>United States</p>                            | Trade Debt   |  | \$121,543,017  |
| <p>7. Delphi Corp.</p> <p>5725 Delphi Drive<br/>Troy, MI 48098<br/>United States</p>   | <p>Attn: Rodney O'Neal</p> <p>Phone: (248) 813-2557<br/>Fax: (248) 813-2560</p> <p>5725 Delphi Drive<br/>Troy, MI 48098<br/>United States</p>                                | Trade Debt   |  | \$110,876,324  |

<sup>4</sup> This liability estimated as the net present value at a 9% discount rate.

| Name of creditor and complete mailing address, including zip code                                      | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor or affiliate with whom claim may be contacted | Nature of claim (trade debt, bond claim, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed or subject to setoff | Amount of claim (secured also state value of collateral) |
|--|--|---|--|--|
| 8. Robert Bosch GmbH<br><br>38000 Hills Tech Drive<br>Farmington Hills, MI 48331<br>United States      | Attn: Franz Fehrenbach<br><br>Phone: (49 71) 1 811-6220<br>Fax: (49 71) 1 811-6454<br><br>Robert-Bosch-Platz 1 / 70839<br>Gerlingen-Schillerhoehe,<br>Germany        | Trade Debt  |  | \$66,245,958   |
| 9. Lear Corp.<br><br>21557 Telegraph Road<br>Southfield, MI 48033<br>United States                     | Attn: Robert Rossiter<br><br>Phone: (248) 447-1505<br>Fax: (248) 447-1524<br><br>21557 Telegraph Road<br>Southfield, MI 48033<br>United States                       | Trade Debt  |  | \$44,813,396   |
| 10. Renco Group, Inc.<br><br>1 Rockefeller Plaza,<br>29th Floor<br>New York, NY 10020<br>United States | Attn: Lon Offenbacher<br><br>Phone: (248) 655-8920<br>Fax: (248) 655-8903<br><br>1401 Crooks Road<br>Troy, MI 48084<br>United States                                 | Trade Debt  |  | \$37,332,506   |
| 11. Enterprise Rent A Car<br><br>6929 N Lakewood Ave<br>Suite 100<br>Tulsa, OK 74117<br>United States  | Attn: Greg Stubblefield<br><br>Phone: (314) 512 3226<br>Fax: (314) 512 4230<br><br>600 Corporate Park Drive<br>St. Louis, MO 63105<br>United States                  | Trade Debt  |  | \$33,095,987   |

| Name of creditor and complete mailing address including zip code   | Name, telephone number and complete mailing address including zip code of employee, agent, or department of creditor familiar with claim who may be contacted | Name of claimant (debtor, bank, bond, government, contractor, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Amount of claim (if secured, also state value of security) |
|--|---|---|---|--|
| 12. Johnson Controls, Inc.<br><br>5757 N. Green Bay Avenue<br>Glendale, WI 53209<br>United States        | <u>Attn:</u> Stephen A. Roell<br><br>Phone: (414)-524-2223<br>Fax: (414)-524-3000<br><br>5757 N. Green Bay Avenue<br>Milwaukee, WI 53201<br>United States     | Trade Debt  |   | \$32,830,356   |
| 13. Denso Corp.<br><br>24777 Denso Drive<br>Southfield, MI 48086<br>United States                        | <u>Attn:</u> Haruya Maruyama<br><br>Phone: (248) 350-7500<br>Fax: (248) 213-2474<br><br>24777 Denso Drive<br>Southfield, MI 48086<br>United States            | Trade Debt  |   | \$29,229,047   |
| 14. TRW Automotive Holdings, Corp.<br><br>12025 Tech Center Dr.<br>Livonia, MI 48150<br>United States    | <u>Attn:</u> John Plant<br><br>Phone: (734) 855-2660<br>Fax: (734) 855-2473<br><br>12001 Tech Center Drive<br>Livonia, MI 48150<br>United States              | Trade Debt  |   | \$27,516,189   |
| 15. Magna International, Inc.<br><br>337 Magna Drive<br>Aurora, ON L4G 7K1<br>Canada                     | <u>Attn:</u> Don Walker<br><br>Phone: (905) 726-7040<br>Fax: (905) 726-2593<br><br>337 Magna Drive<br>Aurora, ON L4G 7K1<br>Canada                            | Trade Debt  |   | \$26,745,489   |
| 16. American Axle & Mfg Holdings, Inc.<br><br>One Dauch Drive<br>Detroit, MI 48211-1198<br>United States | <u>Attn:</u> Richard Dauch<br><br>Phone: (313) 758-4213<br>Fax: (313) 758-4212<br><br>One Dauch Drive<br>Detroit, MI 48211<br>United States                   | Trade Debt  |   | \$26,735,957   |

| Name of creditor and complete mailing address including zip code   | Name, telephone number and complete mailing address including zip code of employee, agent or representative of creditor (with details of how to be contacted) | Nature of claim (trade debt, bank loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed or subject to audit | Amount of claim (if secured, also state value of security) |
|--|---|--|---|--|
| 17. Maritz Inc.<br><br>1375 North Highway Drive<br>Fenton, MO 63099<br>United States                               | <u>Attn:</u> Steve Maritz<br><br>Phone: (636) 827-4700<br>Fax: (636) 827-2089<br><br>1375 North Highway Drive<br>Fenton, MO 63099<br>United States            | Trade Debt   |   | \$25,649,158   |
| 18. Publicis Groupe S.A.<br><br>133 Ave des Champs Elysees<br>Paris, 75008<br>France                               | <u>Attn:</u> Maurice Levy<br><br>Phone: (33 01) 4 443-7000<br>Fax: (33 01) 4 443-7550<br><br>133 Ave des Champs-Elysees<br>Paris, 75008<br>France             | Trade Debt   |   | \$25,282,766   |
| 19. Hewlett Packard Co.<br><br>3000 Hanover Street<br>Palo Alto, CA 94304<br>United States                         | <u>Attn:</u> Mike Nefkens<br><br>Phone: (313) 230 6800<br>Fax: (313) 230 5705<br><br>500 Renaissance Center,<br>MC:20A Detroit, MI 48243<br>United States     | Trade Debt   |   | \$17,012,332   |
| 20. Interpublic Group of Companies, Inc.<br><br>1114 Avenue of the Americas<br>New York, NY 10036<br>United States | <u>Attn:</u> Michael Roth<br><br>Phone: (212) 704-1446<br>Fax: (212) 704.2270<br><br>1114 Avenue of the Americas<br>New York, NY 10036<br>United States       | Trade Debt   |   | \$15,998,270   |
| 21. Continental AG<br><br>Vahrenwalder Str. 9<br>D-30165 Hanover,<br>Germany                                       | <u>Attn:</u> Karl-Thomas<br><br>Phone: 49-69-7603-2888<br>Fax: 49-69-7603-3800<br><br>Guerickestrasse 7, 60488<br>Frankfurt 60488<br>Germany                  | Trade Debt   |   | \$15,539,456   |

| Name of creditor and complete mailing address including zip code   | Name, telephone number and complete mailing address including zip code of employee, agent, or department of creditor familiar with claims who may be contacted | Nature of claim (trade debt, bank loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed or subject to set-off | Amount of claim (If secured also state value of security) |
|--|--|--|---|---|
| 22. Tenneco Inc.<br><br>500 North Field Drive<br>Lake Forest, IL 60045<br>United States                    | <u>Attn:</u> Gregg Sherrill<br><br>Phone: (847) 482-5010<br>Fax: (847) 482-5030<br><br>500 North Field Drive<br>Lake Forest, IL 60045<br>United States         | Trade Debt   |   | \$14,837,427  |
| 23. Yazaki Corp.<br><br>6801 Haggerty Road<br>Canton, MI 48187<br>United States                            | <u>Attn:</u> George Perry<br><br>Phone: (734) 983-5186<br>Fax: (734) 983-5197<br><br>6801 Haggerty Road, 48E<br>Canton, MI 48187<br>United States              | Trade Debt   |   | \$13,726,367  |
| 24. International Automotive Components<br><br>5300 Auto Club Drive<br>Dearborn, MI 48126<br>United States | <u>Attn:</u> James Kamsickas<br><br>Phone: (313) 253-5208<br>Fax: (313) 240-3270<br><br>5300 Auto Club Drive<br>Dearborn, MI 48126<br>United States            | Trade Debt   |   | \$12,083,279  |
| 25. Avis Rental Car<br><br>6 Sylvan Way<br>Parsippany, NJ 07054<br>United States                           | <u>Attn:</u> Robert Salerno<br><br>Phone: (973) 496-3514<br>Fax: (212) 413-1924<br><br>6 Sylvan Way<br>Parsippany, NJ 07054<br>United States                   | Trade Debt   |   | \$12,040,768  |
| 26. FMR Corp.<br><br>82 Devonshire St<br>Boston, MA 02109<br>United States                                 | <u>Attn:</u> Robert J. Chersi<br><br>Phone: (617) 563-6611<br>Fax: (617) 598-9449<br><br>82 Devonshire St<br>Boston, MA 02109<br>United States                 | Trade Debt   |   | \$11,980,946  |



| Name of creditor and complete mailing address including zip code                                      | Name, telephone number and complete mailing address including zip code of employee, agent or department of creditor (person or entity to whom to be contacted)   | Name of claim (trade debt, bank loan, government contract, etc.) | Is the claim contingent, unliquidated, disputed or subject to recall? | Amount of claim (if secured also state value of collateral) |
|---|--|--|---|---|
| 27. AT&T Corp.<br><br>208 South Akard Street<br>Dallas, TX 75202<br>United States                     | <u>Attn:</u> Richard G. Lindner<br><br>Phone: (214) 757-3202<br>Fax: (214) 746-2102<br><br>208 South Akard Street<br>Dallas, TX 75202<br>United States           | Trade Debt   |   | \$10,726,376  |
| 28. Union Pacific Corp.<br><br>1400 Douglas Street<br>Omaha, NE 68179<br>United States                | <u>Attn:</u> Robert M. Knight, Jr.<br><br>Phone: (402) 544-3295<br>Fax: (402) 501-2121<br><br>1400 Douglas Street<br>Omaha, NE 68179<br>United States            | Trade Debt   |   | \$10,620,928  |
| 29. Warburg E M Pincus & Co., Inc.<br><br>466 Lexington Ave<br>New York, NY 10017<br>United States    | <u>Attn:</u> Joseph P. Landy<br><br>Phone: (212) 878-0600<br>Fax: (212) 878-9351<br><br>466 Lexington Ave<br>New York, NY 10017<br>United States                 | Trade Debt   |   | \$10,054,189  |
| 30. Visteon Corp.<br><br>One Village Center Drive<br>Van Buren Township,<br>MI 48111<br>United States | <u>Attn:</u> Donald J. Stebbins<br><br>Phone: (734) 710-7400<br>Fax: (734) 710-7402<br><br>One Village Center Drive<br>Van Buren Twp., MI 48111<br>United States | Trade Debt   |   | \$9,841,774   |
| 31. US Steel<br><br>600 Grant Street Room 1344<br>Pittsburgh, PA 15219<br>United States               | <u>Attn:</u> John Surma<br><br>Phone: (412) 433-1146<br>Fax: (412) 433-1109<br><br>600 Grant Street<br>Room 1344<br>Pittsburgh, PA 15219<br>United States        | Trade Debt   |   | \$9,587,431   |

| Name of creditor and complete mailing address, including zip code   | Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted       | Name of claim (trade debt, bank loan, government contract, etc.) | Indicate whether claim is contingent, unliquidated, disputed, or unperfected, etc. | Amount of claim, if quantifiable; otherwise, state value of collateral |
|---|--|--|--|--|
| 32. Arcelor Mittal<br><br>19, Avenue De La Liberte<br>Luxembourg, L-2930<br>Luxembourg                        | Attn: Lakshmi Mittal<br><br>Phone: 44 20 7543 1131<br>Fax: (44 20) 7 629-7993<br><br>Berkley Square House, 7th<br>Floor Berkley Square House<br>London, England W1J6DA | Trade Debt   |  | \$9,549,212  |
| 33. AK Steel Holding, Corp.<br><br>9227 Centre Pointe Drive<br>Westchester, OH 45069<br>United States         | Attn: Jim Wainscott<br><br>Phone: (513) 425-5412<br>Fax: (513) 425-5815<br><br>9227 Centre Pointe Drive<br>Westchester, OH 45069<br>United States                      | Trade Debt   |  | \$9,116,371  |
| 34. CSX Corp.<br><br>500 Water Street, 15th Floor<br>Jacksonville, FL 32202<br>United States                  | Attn: Oscar Muñoz<br><br>Phone: (904) 359-1329<br>Fax: (904) 359-1859<br><br>500 Water Street, 15th Floor<br>Jacksonville, FL 32202<br>United States                   | Trade Debt   |  | \$8,884,846  |
| 35. Hertz Corporation<br><br>14501 Hertz Quail Springs<br>Parkway<br>Oklahoma City, OK 73134<br>United States | Attn: Elyse Douglas<br><br>Phone: (201) 450-2292<br>Fax: (866) 444-4763<br><br>225 Brae Boulevard Park<br>Ridge, NJ 07656<br>United States                             | Trade Debt   |  | \$8,710,291  |

| Name of creditor and complete mailing address, including zip code  | Name, telephone number, and complete mailing address, including zip code, of employee, agent, or representative of creditor (individuals other than who may be contacted)                                | Nature of claim (trade debt, bond, loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to doubt | Amount of claim (if secured also state value of collateral) |
|--|--|---|--|---|
| 36. Alpha S.A. de C.V.<br><br>Ave. Gómez Morín No. 1111<br>Sur Col. Carrizalejo<br>San Pedro Garza García, N.<br>L. C.P. 66254<br>Mexico | <u>Attn:</u> Manuel Rivera<br><br>Phone: (52 81) 8 748 1264<br>Fax: (52 81) 8 748-1254<br><br>Ave. Gómez Morín No. 1111<br>Sur Col. Carrizalejo<br>San Pedro Garza García, N. L.<br>C.P. 66254<br>Mexico | Trade Debt  |  | \$8,209,133   |
| 37. Voith AG<br><br>2200 N. Roemer Rd<br>Appleton, WI<br>United States   | <u>Attn:</u> Hubert Lienhard<br><br>Phone: 49 7321 372301<br><br>St. Poltner Strasse 43<br>Heidenheim, D-89522<br>Germany  | Trade Debt  |  | \$7,146,187   |
| 38. Goodyear Tire & Rubber Co.<br><br>1144 E Market St<br>Akron, OH 44316-0001<br>United States  | <u>Attn:</u> Robert Keegan<br><br>Phone: (330) 796-1145<br>Fax: (330) 796-2108<br><br>1144 East Market Street<br>Akron, OH 44316-0001<br>United States   | Trade Debt  |  | \$6,807,312   |
| 39. Manufacturers Equipment & Supply Co.<br><br>2401 Lapeer Rd<br>Flint, MI 48503-4350<br>United States                                  | <u>Attn:</u> Greg M. Gruizenga<br><br>Phone: (800) 373-2173<br>Fax: (810) 239-5360<br><br>2401 Lapeer Rd<br>Flint, MI 48503<br>United States   | Trade Debt  |  | \$6,695,777   |
| 40. Severstal O A O<br><br>4661 Rotunda Drive<br>P.O. Box 1699<br>Dearborn, MI 48120<br>United States                                    | <u>Attn:</u> Gregory Mason<br><br>Phone: (313) 317-1243<br>Fax: (313) 337-9373<br><br>14661 Rotunda Drive,<br>P.O. Box 1699<br>Dearborn, MI 48120<br>United States                                       | Trade Debt  |  | \$6,687,993   |

| Name of creditor and complete mailing address including zip code   | Name, telephone number and complete mailing address including zip code of employee, agent or department of creditor familiar with claim who may be contacted                                | Nature of claim (trade debt, bank loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed or subject to set off | Amount of claim (if contingent also state value of security) |
|--|---|--|---|--|
| 41. Exxon Mobil Corp.<br><br>5959 Las Colinas Boulevard<br>Irving, TX 75039<br>United States                         | <u>Attn:</u> James P. Hennessy<br><br>Phone: (703) 846-7340<br>Fax: (703) 846-6903<br><br>3225 Gallows Road<br>Fairfax, VA 22037<br>United States   | Trade Debt   |   | \$6,248,959  |
| 42. Hitachi Ltd.<br><br>955 Warwick Road<br>P.O. Box 510<br>Harrodsburg, KY 40330<br>United States                   | <u>Attn:</u> Yasuhiko Honda<br><br>Phone: (81 34) 564-5549<br>Fax: (81 34) 564-3415<br><br>Akihabara Daibiru Building 18-13,<br>Soto-Kanda, 1-Chome<br>Chiyoda-Ku, Tokyo, 101-8608<br>Japan | Trade Debt   |   | \$6,168,651  |
| 43. Mando Corp.<br><br>4201 Northpark Drive<br>Opelika, AL 36801<br>United States                                    | <u>Attn:</u> Zung Su Byun<br><br>Phone: (82 31) 680-6114<br>Fax: (82 31) 681-6921<br><br>343-1, Manho-Ri, Poseung-Myon,<br>Pyongtaek Kyonggi,<br>South Korea, Korea                         | Trade Debt   |   | \$5,459,945  |
| 44. General Physics Corp.<br><br>1500 W. Big Beaver Rd.<br>Troy, MI 48084<br>United States                           | <u>Attn:</u> Sharon Esposito Mayer<br><br>Phone: (410) 379-3600<br>Fax: (410) 540-5302<br><br>6095 Marshalee Drive, St. 300<br>Elkridge, MD 21075<br>United States                          | Trade Debt   |   | \$5,208,070  |
| 45. Sun Capital Partners, Inc.<br><br>5200 Town Center Circle,<br>Suite 600<br>Boca Raton, FL 33486<br>United States | <u>Attn:</u> Mr. Kevin<br><br>Phone: (561) 948-7514<br>Fax: (561) 394-0540<br><br>5200 Town Center Circle, Suite<br>600 Boca Raton, FL 33486<br>United States                               | Trade Debt   |   | \$4,747,353  |

| Name of creditor and complete mailing address including zip code  | Name, telephone number and complete mailing address including zip code of employee, agent or representative of creditor (including full date by which to be contacted)    | Name of claim (trade debt, bond, loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed or subject to setoff | Amount of claim (if secured, state value of collateral) |
|---|---|---|--|---|
| 46. Jones Lang Lasalle, Inc.<br><br>200 East Randolph Drive<br>Chicago, IL 60601<br>United States                 | <u>Attn:</u> Colin Dyer<br><br>Phone: (312) 228-2004<br>Fax: (312) 601-1000<br><br>200 East Randolph Drive<br>Chicago, IL 60601<br>United States                          | Trade Debt  |  | \$4,651,141   |
| 47. McCann Erickson<br><br>238 11 Avenue, SE<br>Calgary, Alberta T2G 0X8<br>Canada                                | <u>Attn:</u> Gary Lee<br><br>Phone: (646) 865 2606<br>Fax: (646) 865 8694<br><br>622 3rd Avenue<br>New York, NY 10017<br>United States                                    | Trade Debt  |  | \$4,603,457   |
| 48. Flex-N-Gate Corp.<br><br>1306 East University Ave.<br>Urbana, IL 61802<br>United States                       | <u>Attn:</u> Shahid Khan<br><br>Phone: (217) 278-2618<br>Fax: (217) 278-2318<br><br>1306 East University<br>Urbana, IL 61802<br>United States                             | Trade Debt  |  | \$4,490,775   |
| 49. Bridgestone Corp.<br><br>535 Marriott Drive<br>Nashville, TN 37214<br>United States                           | <u>Attn:</u> Shoshi Arakawa<br><br>Phone: (81 33) 567 0111<br>Fax: (81 33) 567 9816<br><br>10-1 Kyobashi 1-chome Chuo-ku, Tokyo, Japan 104<br>Japan                       | Trade Debt  |  | \$4,422,763   |
| 50. Cap Gemini America Inc<br><br>623 Fifth Avenue, 33 <sup>rd</sup> Floor<br>New York, NY 10022<br>United States | <u>Attn:</u> Thierry Delaporte<br><br>Phone: (212) 314-8327<br>Fax: (212) 314-8018<br><br>623 Fifth Avenue, 33 <sup>rd</sup> Floor<br>New York, NY 10022<br>United States | Trade Debt  |  | \$4,415,936   |

**DECLARATION UNDER PENALTY OF PERJURY:**

I, the undersigned authorized officer of the corporation named as Debtor in this case, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding the 50 Largest Unsecured Claims and that the list is true and correct to the best of my information and belief.

Dated: June 1, 2009

/s/ Frederick A. Henderson

Signature

NAME: Frederick A. Henderson

TITLE: President and Chief Executive Officer

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                             |   |
|-----------------------------|---|
| -----X                      |   |
| In re                       | : |
|                             | : |
| GENERAL MOTORS CORPORATION, | : |
|                             | : |
| Debtor.                     | : |
| -----X                      |   |

Chapter 11 Case No.  
09-\_\_\_\_ ( )

**EXHIBIT "A" TO VOLUNTARY PETITION**

1. The debtor's securities are registered under Section 12 of the Securities and Exchange Act of 1934, and the SEC file number is 1-143.
2. The following financial data is the latest available information and refers to the debtor's condition on March 31, 2009.

- a. Total assets on a consolidated basis: \$82,290,000,000
- b. Total debts on a consolidated basis (including debts listed in 2.c., below): \$172,810,000,000

- |   |                                     |                          |                                     | Approximate<br>number of<br>holders. |
|---|-------------------------------------|--------------------------|-------------------------------------|--------------------------------------|
| c. Debt securities held by more than 500 holders.   |                                     |                          |                                     |                                      |
| secured   | unsecured                           | subordinated             |                                     |                                      |
| <input type="checkbox"/>  | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>\$21,694,000,000<sup>1</sup></u> | <u>Greater than 500</u>              |
| secured   | unsecured                           | subordinated             |                                     |                                      |
| <input type="checkbox"/>  | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>\$3,221,000,000<sup>2</sup></u>  | <u>Greater than 500</u>              |
| secured   | unsecured                           | subordinated             |                                     |                                      |
| <input type="checkbox"/>  | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <u>\$1,388,000,000<sup>3</sup></u>  | <u>Greater than 500</u>              |
| d. Number of shares of preferred stock: <u>6,000,000 shares authorized; no<br/>shares issued and outstanding.</u> |                                     |                          |                                     |                                      |

<sup>1</sup> Issued pursuant to Senior Indenture, dated as of December 7, 1995.

<sup>2</sup> Issued pursuant to Senior Indenture, dated as of July 3, 2003.

<sup>3</sup> Issued pursuant to Senior Indenture, dated as of November 15, 1990.

- e. Number of shares of common stock: 2,000,000,000 shares authorized,  
800,937,541 shares issued, and 610,505,273 shares outstanding, all as of March  
31, 2009.
3. Brief description of debtor's business: The debtor, together with its affiliates, is  
engaged in the manufacturing, marketing, and distribution of cars and trucks  
worldwide.
4. List the names of any person who directly or indirectly owns, controls, or holds, with  
power to vote, 5% or more of the voting securities of debtor: State Street Bank  
and Trust Company (17.0%)



### **APPROVAL OF BANKRUPTCY FILING, 363 SALE AND RELATED MATTERS**

**WHEREAS**, at this meeting and at prior meetings, the Board of Directors (the "Board") of General Motors Corporation (the "Corporation") has extensively reviewed the alternatives available to the Corporation and its direct and indirect subsidiaries Saturn, LLC, Saturn Distribution Corporation and Chevrolet-Saturn of Harlem, Inc. (the "Filing Subsidiaries") and has determined that the commencement of a Chapter 11 case in the United States by each of the Corporation and the Filing Subsidiaries presents the only opportunity for preserving and maximizing the value of the enterprise for the benefit of the Corporation's stakeholders and other interested parties;

### **COMMENCEMENT OF BANKRUPTCY CASES**

**RESOLVED**, that the Corporation and each of the Filing Subsidiaries be, and it hereby is, authorized and directed to file a petition seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code");

**RESOLVED**, that each of the Proper Officers (it being understood that, for the purposes of these resolutions, the "Proper Officers" shall include, without limitation, the President and Chief Executive Officer, any vice president of the Corporation (including executive or group vice presidents), the Controller and Chief Accounting Officer, the Secretary, any Assistant Secretary, the Treasurer, any Assistant Treasurer and any other officer of the Corporation determined by the Legal Staff of the Corporation to be an appropriate officer with respect to the action taken) is hereby authorized and directed, in the name and on behalf of the Corporation, to execute, verify, and file all petitions under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time as such Proper Officer shall determine;

**RESOLVED**, that in connection with the commencement of the Chapter 11 case by the Corporation, each Proper Officer is hereby authorized, in the name and on behalf of, the Corporation, to negotiate, execute, and deliver such notes, security and other agreements, and instruments as such Proper Officer considers appropriate to enable the Corporation to utilize cash collateral on the terms and conditions such Proper Officer or Proper Officers executing the same may consider necessary, proper, or desirable, and to consummate the transactions contemplated by such notes, security and other agreements and instruments on behalf of the Corporation, subject to Bankruptcy Court approval;

**RESOLVED**, that each Proper Officer is hereby authorized and directed, in the name and on behalf of the Corporation, to cause the Corporation to enter into, execute, deliver, certify, file and/or record, negotiate, and perform, any and all petitions, schedules, lists, motions, certifications, agreements, instruments, affidavits, applications, including without limitation, applications for approvals or rulings of governmental or regulatory authorities, or other documents and to take such other actions, as in the judgment of such Proper Officer shall be or become necessary, proper, or desirable in connection with the Corporation's Chapter 11 case;

**RESOLVED**, that the Board sees no objection to each of the Filing Subsidiaries taking any and all action, including authorizing a filing in the Bankruptcy Court, and to executing and delivering all documents, agreements, motions and pleadings as are

necessary, proper, or desirable to enable such Filing Subsidiary to carry out the filing in Bankruptcy Court contemplated hereby;

**RESOLVED**, that the Board sees no objection to a filing by GMCL, if determined to be appropriate by the Board of Directors of GMCL, for protection from its creditors under the Companies' Creditors Arrangement Act (the "CCAA") or to any actions taken by GMCL as are necessary, proper, or desirable to enable GMCL to carry out such filing;

#### **EXECUTION OF MASTER SALE AND PURCHASE AGREEMENT**

**RESOLVED**, that the Board finds that the sale of substantially all of the assets of the Corporation to Auto Acquisition Corp., a new entity formed by the United States Department of the Treasury, in accordance with the Purchase Agreement (as defined below), is expedient and in the best interests of the Corporation;

**RESOLVED**, that the form, terms and provisions of the proposed Master Sale and Purchase Agreement (the "Purchase Agreement") by and among the Corporation, the Filing Subsidiaries and Vehicle Acquisition Holdings LLC., in substantially the form reviewed by the Board, are hereby approved, and the sale of substantially all of the assets of the Corporation set forth in the Purchase Agreement on the terms set forth in the Purchase Agreement be, and hereby is, authorized and approved;

**RESOLVED**, that each of the Proper Officers, or any of them, is hereby authorized and directed to execute and deliver the Purchase Agreement, with such changes therein or revisions thereto as the Proper Officer or Officers executing and delivering the same may in his or their sole and absolute discretion approve consistent with these Resolutions and with the advice of the Corporation's Legal Staff, and to cause the Corporation to carry out the terms and provisions thereof;

**RESOLVED**, that each of the Proper Officers, or any of them, is hereby authorized and directed to approve, execute and deliver from time to time such amendments, changes or modifications to the Purchase Agreement as any such Proper Officer shall, consistent with these Resolutions and with the advice of the Corporation's Legal Staff, deem necessary, proper or advisable;

**RESOLVED**, that if the Corporation determines no later than the due date (including any extensions) of the Corporation's tax return for the taxable year in which the sale contemplated by the Purchase Agreement is closed that an Agreed G Transaction (as defined in the Purchase Agreement) has occurred, (i) the Purchase Agreement will be deemed to constitute a "plan" of the Corporation for purposes of Sections 368 and 354 of the Internal Revenue Code of 1986, as amended (the "Tax Code"), and (ii) the Corporation shall treat the transactions contemplated in the Purchase Agreement, in combination with the subsequent liquidation of the Corporation and the Filing Subsidiaries (as defined in the Purchase Agreement), as a tax-free reorganization pursuant to Section 368(a)(1)(G) of the Tax Code (with any actual or deemed distribution by the Corporation qualifying solely under Sections 354 and 356 of the Tax Code but not under Section 355 of the Tax Code);

#### **EXECUTION OF LOAN FACILITIES – U.S. AND CANADA**

**RESOLVED**, that in connection with the commencement of the Chapter 11 case by the Corporation, each of the Proper Officers, or any of them, is hereby authorized to

negotiate, execute, deliver and cause the Corporation to perform its obligations under (i) a secured superpriority debtor-in-possession credit agreement (the "Credit Agreement"), among the Corporation, a debtor and debtor in possession under Chapter 11 of the Bankruptcy Code, as borrower, certain subsidiaries of the Corporation listed therein, as guarantors, the United States Department of the Treasury, as lender, and Export Development Canada, as lender, substantially in the form and on the terms and conditions presented to the Board; (ii) one or more notes ("Notes") providing for loans under the Credit Agreement in an aggregate principal amount not to exceed \$65 billion plus the principal amount of any Additional Notes (as defined in the Credit Agreement), in each case together with interest thereon at the rate specified in the Credit Agreement and (iii) the other agreements contemplated by the Credit Agreement, including pledge agreements, security agreements, mortgages, financing statements and any other similar documents in connection with granting a security interest in or a pledge of the Corporation's assets as collateral to secure the Obligations (as defined in the Credit Agreement) and any other agreements or documents (the documents described in this clause (iii) collectively described herein as the "Other Financing Documents"), as any Proper Officer determines is necessary, proper, or desirable to consummate the transactions contemplated by the Credit Agreement and the Other Financing Documents, in each case consistent with these Resolutions and the advice of the Corporation's Legal Staff, as evidenced by the execution thereof by the Proper Officer;

**RESOLVED**, that each of the Proper Officers, or any of them, is hereby authorized to grant a security interest in and pledge assets as collateral under the Guaranty and Security Agreement, the Equity Pledge Agreement and each Other Financing Document to which the Corporation is party;

**RESOLVED**, that the Board sees no objection to the issuance by all or any of the direct or indirect subsidiaries of the Corporation of guarantees of the Obligations and the granting of a security interest in or the pledge of any assets by such subsidiaries as collateral to secure the Obligations by entering into the Guaranty and Security Agreement and the Equity Pledge Agreement, in each case substantially in the form reviewed by the Board, together with the Other Financing Documents to which such subsidiary is party;

**RESOLVED**, that the Board sees no objection (a) to the execution and delivery by GMCL of an amended and restated loan agreement with Export Development Canada ("EDC") as lender (the "Canadian Credit Agreement") amending the loan agreement between GMCL and EDC, among other parties, dated as of April 29, 2009 (the "April EDC Credit Agreement") or (b) to the provision of secured guaranties of certain obligations of GMCL under the Canadian Credit Agreement to be given by 1908 Holdings Limited, Parkwood Holdings Limited, and GM Overseas Funding LLC, each of which is a direct or indirect subsidiary of GMCL;

**RESOLVED**, that the Corporation's guarantee of certain obligations of GMCL under the Canadian Credit Agreement secured by the pledge of some or all of its ownership interest in GMCL is approved on terms to be approved by the CFO, which may include the Corporation's participation in the Canadian Credit Agreement as a borrower, consistent with the advice of the Corporation's Legal Staff;

**RESOLVED**, that the Corporation's guarantee of GMCL's obligations under the April EDC Credit Agreement as approved at the meeting of the Board on April 24, 2009 will continue to be valid, binding and enforceable until the effectiveness of the Canadian Credit Agreement, and in connection with the foregoing, the Proper Officers, or any Proper Officer, is authorized to execute and deliver a Confirmation and Acknowledgment (the "Acknowledgment") stating that the April EDC Credit Agreement may be modified or supplemented by EDC and GMCL without the Corporation's participation;

**RESOLVED**, that the Proper Officers, or any Proper Officer, is hereby authorized to execute and deliver the guaranty and any other agreements or documents to which the Corporation is a party or to take any other actions that he determines are necessary, appropriate or advisable to consummate the transactions contemplated by the Canadian Credit Agreement;

#### **GENERAL AUTHORIZATION AND RATIFICATION**

**RESOLVED**, that each Proper Officer is authorized and directed, consistent with these Resolutions and with the advice of the Corporation's Legal Staff: (i) to negotiate, execute, deliver, certify, file and/or record, and perform, any and all of the agreements, documents, and instruments referenced herein, and such other agreements, documents, and instruments and assignments thereof as may be required or as such Proper Officer deems appropriate or advisable, or to cause the negotiation, execution, and delivery thereof, as the case may be, in such form and substance as such Proper Officer may approve, together with such changes and amendments to any of the terms and conditions thereof as such Proper Officer may approve, (ii) to negotiate, execute, deliver, certify, file and/or record, and perform any agreements, documents, certificates, consents, filings, and applications relating to the Resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other action as may be required or as such Proper Officer deems appropriate or advisable in connection therewith, and (iii) to do such other things as may be required, or as may in such Proper Officer's judgment be necessary, proper, or desirable, to carry out the intent and effectuate the purposes of the Resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated hereby; and

**RESOLVED**, that all actions taken by the Proper Officers, or any of them, prior to the date of the foregoing Resolutions adopted at this meeting and within the authority conferred, are hereby ratified, confirmed, approved in all respects as the act and deed of the Corporation.

\* \* \* \* \*

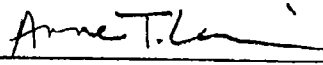
**ASSISTANT SECRETARY'S CERTIFICATE**

**GENERAL MOTORS CORPORATION**

May 31, 2009

As a duly elected and appointed Assistant Secretary of General Motors Corporation, a Delaware corporation (the "Corporation") I, Anne T. Larin, certify that a true and complete copy of resolutions duly adopted by the Board of Directors of the Corporation on May 31, 2009 is attached to this Certificate and that such resolutions have not been modified, rescinded or amended and are now in full force and effect.

IN WITNESS WHEREOF, I have executed this certificate as of the date written above.



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Name: Anne T. Larin  
Title: Assistant Secretary

**AFFIRMATION OF SERVICE BY FEDERAL EXPRESS**

Monica V. Pennisi Marsico, an attorney duly admitted to practice law before the Courts of the Commonwealth of Pennsylvania hereby affirms the following to be true under penalty of perjury:

I am over the age of eighteen (18) years, am employed by the law firm of Lavin, O'Neil, Ricci, Cedrone & DiSipio, and am not a party to this action.

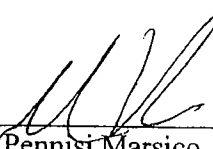
On the 10<sup>th</sup> day of June, 2009, I served a copy of the foregoing Notice of Bankruptcy in the above-captioned action upon:

William C. Roeger, Jr., Esquire  
William G. Roark, Esquire  
Hamburg, Rubin, Mullin, Maxwell & Lupin  
210 W. Walnut Street  
P.O. Box 259  
Perkasie, PA 18944

William Dirk Pastorick, Esquire  
Brian Andris, Esquire  
Nelson Levine deLuca & Horst, LLC  
457 Haddonfield Road  
Suite 710  
Cherry Hill, NJ 08002

by depositing true copies of the same in a properly addressed wrapper into the custody of FedEx, an overnight delivery service for overnight delivery, prior to the latest time designated by FedEx for overnight delivery.

Dated: 6/10/09

  
\_\_\_\_\_  
Monica V. Pennisi Marsico, Esquire